

Hearing Date and Time: January 11, 2012 at 10:00 a.m. (Prevailing Eastern Time)
Objection Date and Time: January 4, 2012 at 4:00 p.m. (Prevailing Eastern Time)

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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	:	Chapter 11
In re	:	Case No. 08-13555 (JMP)
	:	
LEHMAN BROTHERS HOLDINGS INC.,	:	
<u>et al.</u> ,	:	
	:	
Debtors.	:	
	:	
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**BARCLAYS'S RESPONSE TO DEBTORS' MOTION
FOR AUTHORITY TO EXERCISE RIGHT OF FIRST OFFER
REGARDING SECURITIES OF ARCHSTONE TRUST**

BIH ASN LLC ("Barclays BIH"), Barclays Capital Real Estate Inc. ("Barclays Capital"), and Archstone Equity Holdings Inc. ("Barclays Equity," and together with Barclays BIH and Barclays Capital, "Barclays") hereby respond to Debtors' Motion Pursuant to Sections 105(a) and 363(b) of the Bankruptcy Code for Authority to Exercise Right of First Offer Regarding Securities of Archstone Trust ("Motion").

Barclays takes no position on Debtors' request for authority to exercise a Right of First Offer ("ROFO") as to those interests identified as "Purchased Interests" in the December 2, 2011 Interest Purchase Agreement by and among ERP Operating Limited Partnership, Barclays BIH, Barclays Equity, Bank of America, N.A., and Banc of America Strategic Ventures, Inc (the "Purchased Interests").

The Debtors' Motion refers to certain issues, which have potential impact on Barclays's rights, that are being litigated in the adversary proceeding *Archstone LB Syndication Partner*

LLC, et al. v. Banc of America Strategic Ventures, Inc., et al., number 11-02928 (JMP) (the “Adversary Proceeding”), to which Barclays is a party. Barclays respectfully submits that such issues should be addressed by the Court only in the context of the Adversary Proceeding, and objects to the entry of any Order in this proceeding (excluding, for the avoidance of doubt, an order solely granting or denying Debtors authority to exercise a ROFO as to the Purchased Interests, which Barclays takes no position on) that may prejudice Barclays’s interests in the Adversary Proceeding.¹ If the Court nonetheless considers any other contentions in Debtors’ motion, Barclays hereby incorporates by reference The Barclays Defendants’ Opposition to Plaintiffs’ Motion for Preliminary Injunction, filed January 3, 2012 in the Adversary Proceeding.

DATED: January 4, 2012

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¹ Barclays does not waive its right to have any final judgment in the Adversary Proceeding entered by the District Court.